

CAMBRIDGE, MD
COLUMBIA, MD
EASTON, MD
FREDERICK, MD

LAW OFFICES
MILES & STOCKBRIDGE P.C.
10 LIGHT STREET
BALTIMORE, MARYLAND 21202-1487
TELEPHONE 410-727-6464
FAX 410-385-3700

McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

June 22, 2001

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attn: Ms. Taledia Stokes

RECORDATION NO. 23516-C FILED
JUL 2 '01 3-28 PM
TS
SURFACE TRANSPORTATION BOARD



Dear Ms. Stokes:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated June 22, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents originally filed under Recordation Number 23516.

The names and addresses of the parties to the enclosed document are:

Buyer:	Allfirst Bank 25 South Charles Street Baltimore, Maryland 21201
Seller:	Joseph Transportation Services, Inc. 300 Pike Street Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

Thirty-nine (39), 1971 built, 7420 c.f. woodchip gondola railcars bearing the reporting marks and numbers as referenced in Appendix A of the said document.

A short summary of the document to appear in the index follows:

Bill of Sale between Allfirst Bank, Buyer, and Joseph Transportation Services, Inc., Seller, covering thirty-nine (39), 1971 built, 7420 c.f. woodchip gondola railcars bearing the reporting marks and numbers as referenced in Appendix A of the said document.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Surface Transportation Board
June 22, 2001
Page 2

MILES & STOCKBRIDGE P.C.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Very truly yours,

A handwritten signature in black ink, appearing to read "DMS" followed by a stylized flourish.

David M. Schilling
Legal Assistant

Enclosures

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COLUMBIA, MD
EASTON, MD
FREDERICK, MD

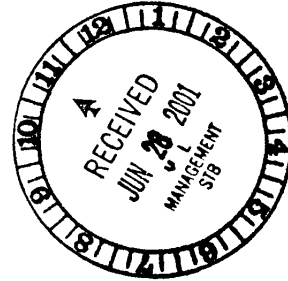
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David M. Schilling
Legal Assistant

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BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, **JOSEPH TRANSPORTATION SERVICES, INC.** ("Seller") does hereby sell, assign and transfer unto **ALLFIRST BANK** ("Buyer"), and its successors and assigns, all of the Seller's right, title, and interest in and to the units of railroad rolling stock described in APPENDIX A hereto (the "Equipment").

This Bill of Sale is given pursuant to that certain Purchase and Sale Agreement dated June 22, 2001, by and between Buyer and Seller and neither expands upon nor limits the rights and obligations of the parties under the Purchase and Sale Agreement.

The Seller hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Seller is the lawful owner of the Equipment and has good, valid, and merchantable title thereto, free and clear of any charge, lien, encumbrance, or other claim or interest of any nature whatsoever, except for the rights of the lessee under the lease set forth in APPENDIX A hereto (the "Lease");
2. That the Seller has full power and authority to sell and convey the Equipment; and
3. That the Seller has not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE SELLER, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

REGISTRATION NO. **23516-C** FILED

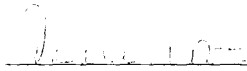
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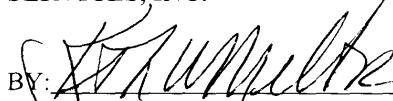
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 22nd day of June, 2001.

WITNESS:

**JOSEPH TRANSPORTATION
SERVICES, INC.**



BY: 

NAME: Kenneth W. Miller, Jr.

TITLE: Executive Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 22nd day of June, 2001, before me the subscriber, J. Kathleen Rinehart
a Notary Public, duly commissioned, qualified and acting, within and for said County and
State, appeared in person the within named Kenneth W. Miller, Jr., to me personally
known, who stated and acknowledged that he is the Executive Vice President of JOSEPH
TRANSPORTATION SERVICES, INC., a Delaware corporation, and duly authorized by
authority of the Board of Directors or By-laws of said corporation in his capacity as such
officer to execute and acknowledge this Bill of Sale for and in the name and on behalf of
said corporation and further stated and acknowledged that he has so signed, executed and
delivered this Bill of Sale as the free and voluntary act and deed of said corporation, for
the consideration, uses and purposes therein mentioned and set forth and desired that the
same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd
day of June, 2001.

J. Kathleen Rinehart
(Notary Signature)

My commission expires:

7-13-05



J. KATHLEEN RINEHART
Notary Public, State of Ohio
My Commission Expires 07-13-05

BILL OF SALE

APPENDIX A

CARS

Thirty-nine (39), 1971 built, 7420 c.f. woodchip gondola railcars bearing reporting marks as follows:

WVCX 2120	WVCX 2121	WVCX 2122	WVCX 2123	WVCX 2124
WVCX 2125	WVCX 2126	WVCX 2127	WVCX 2128	WVCX 2129
WVCX 2131	WVCX 2132	WVCX 2133	WVCX 2134	WVCX 2135
WVCX 2136	WVCX 2137	WVCX 2138	WVCX 2139	WVCX 2140
WVCX 2141	WVCX 2142	WVCX 2143	WVCX 2144	WVCX 2145
WVCX 2146	WVCX 2147	WVCX 2148	WVCX 2149	WVCX 2150
WVCX 2151	WVCX 2152	WVCX 2153	WVCX 2154	WVCX 2155
WVCX 2156	WVCX 2157	WVCX 2158	WVCX 2159	